

*Katz, Nancy*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IROQUOIS MASTER FUND, LTD., individually  
and as Agent for 13 Purchasers under a Securities  
Purchase Agreement dated August 4, 2006,  
BRISTOL INVESTMENT FUND, LTD.,  
CASTLERIGG MASTER INVESTMENTS LTD.,  
CRANSHIRE CAPITAL, LP, HUDSON BAY  
FUND LP, HUDSON BAY OVERSEAS FUND,  
LTD., LONGVIEW FUND, L.P., OPTION  
OPPORTUNITIES COMPANY, OTAGO  
PARTNERS, LLC, PARAGON CAPITAL LP,  
PORTSIDE GROWTH AND OPPORTUNITY  
FUND, ROCKMORE INVESTMENT MASTER  
FUND, LTD., and SMITHFIELD FIDUCIARY  
LLC,

Plaintiffs,

- against -

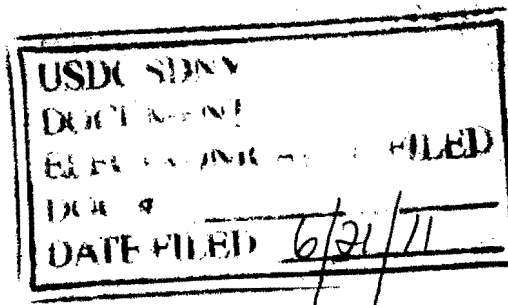
CEL-SCI CORPORATION,

Defendant.

ECF CASE

Case No.: 09-CIV-8912 (HB)

**STIPULATION OF DISMISSAL**



Plaintiffs Iroquois Master Fund, Ltd., Bristol Investment Fund, Ltd., Castlerigg Master Investments Ltd., Cranshire Capital, LP, Hudson Bay Fund LP, Hudson Bay Overseas Fund, Ltd., Longview Fund, L.P., Option Opportunities Company, Otago Partners, LLC, Paragon Capital LP, Portside Growth and Opportunity Fund, Rockmore Investment Master Fund, Ltd., and Smithfield Fiduciary LLC (collectively, "Plaintiffs") and Defendant CEL-SCI Corporation (hereinafter the "Parties"), through their respective undersigned counsel, pursuant to Federal Rule of Civil Procedure 41(a)(1)(A)(ii), hereby stipulate as follows:

WHEREAS, the Parties have reached an agreement to settle their dispute in this Action as reflected in the Exchange Agreement and exhibits thereto dated May 16, 2011 ("Exchange Agreement");

IT IS HEREBY STIPULATED AND AGREED, by and among the Parties hereto, through their respective counsel, pursuant to Federal Rule of Civil Procedure 41(a)(1)(A)(ii), that this Action is hereby voluntarily dismissed with prejudice, each party to bear its own costs; and

IT IS FURTHER STIPULATED AND AGREED, by and among the Parties hereto, through their respective counsel, that this Court shall retain jurisdiction to enforce the terms of the Exchange Agreement, including but not limited to, the hearing and determination of any application seeking the issuance of a judgment as set forth therein.

Dated: June 16, 2011  
New York, New York

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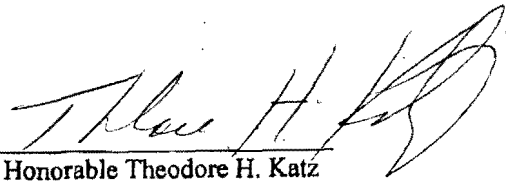
*Counsel for Defendant CEL-SCI  
Corporation*

*This action is dismissed  
with prejudice.*

SO ORDERED,

DATED:

June 21, 2011  
New York, New York

  
The Honorable Theodore H. Katz  
United States Magistrate Judge

*mn*